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*Attorneys for Defendants and
Counterclaim Plaintiffs Joseph Abboud, Houndstooth Corp.
and Herringbone Creative Services, Inc.*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
JA APPAREL CORP.,

Plaintiff,

v.

JOSEPH ABOUD, HOUNDSTOOTH
CORP., and HERRINGBONE CREATIVE
SERVICES, INC.,

Defendants.

JOSEPH ABOUD, HOUNDSTOOTH
CORP., and HERRINGBONE CREATIVE
SERVICES, INC.,

Counterclaim Plaintiffs,

v.

JA APPAREL CORP. and MARTIN STAFF,

Counterclaim Defendants.
----- X

Civil Action No. 07 CV 07787 (DAB)

**DECLARATION OF LOUIS S.
EDERER IN SUPPORT OF CROSS-
MOTION FOR JUDGMENT ON THE
PLEADINGS ON COUNTS ONE
THROUGH SEVEN AND COUNT
NINE OF PLAINTIFF'S
COMPLAINT AND IN OPPOSITION
TO PLAINTIFFS' MOTION *IN*
LIMINE TO PRECLUDE
ADMISSION OF PAROL EVIDENCE**

EXHIBIT B

ASSIGNMENT OF UNITED STATES TRADEMARK/SERVICE MARK RIGHTS

WHEREAS, Mr. Joseph Abboud, a resident of the State of New York (the "Assignor"), is the owner of all right, title and interest in and to the trademarks and service marks (the "Marks") set forth on Schedule A attached hereto, the registrations or applications for them, and all associated good will;

WHEREAS, JA Apparel Corp., a Delaware corporation, ("Assignee"), wishes to acquire all rights, title and interest in and to the Marks and all registrations or applications associated with them, together with the goodwill of the business symbolized by and associated with the Marks and their respective registrations or applications, and the right to sue for and recover damages for past infringements of the Marks and to stand in place of Assignor in all matters related thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee, its successors and assigns, all rights, title and interest in and to the Marks and registrations or applications associated with them, together with the goodwill of the business symbolized by and associated with the Marks and their respective registrations or applications, and the right to sue for and recover damages for past infringement of the Marks and to stand in place of Assignor in all matters related thereto.

Effective as of July 13, 2000.



Joseph Abboud

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 13th day of July, 2000, before me appeared Mr. Joseph Abboud, to me known, who signed this instrument, and he acknowledged the same to be his free act and deed.

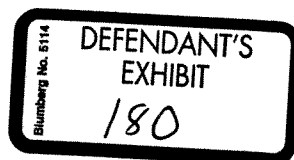
Notary Public

[SEAL]

By: 

CHRISTOPHER A. ROSE
Notary Public, State of New York
No. 02RO6032174
Qualified in New York County
Commission Expires Oct 18, 2001

RECORDED: 07/15/2002



TRADEMARK
REEL: 002544 FRAME: 0856

ASSIGNMENT OF TRADEMARK REGISTRATIONS
AND APPLICATIONS – UNITED STATES

SCHEDULE A

<u>Mark</u>	<u>Registration/Application Number</u>
JOSEPH ABBOUD	2,345,776 registered April 25, 2000
	2408,887 registered November 28, 2000
	2,408,889 registered November 18, 2000
	2,357,617 registered June 13, 2000
	1,675,915 registered February 18, 1992
	1,756,084 registered March 2, 1993
	2,471,279 registered July 24, 2001
DIAMOND DESIGN	2,400,258 registered October 31, 2000
	2,419,195 registered January 9, 2001
	75/906,917 filed January 24, 2000
DIAMOND & RECTANGLE DESIGN	1,773,480 registered May 25, 1993
JUST ONE EARTH (& Design)	1,893,638 registered May 9, 1995
JA II	1,648,203 registered June 18, 1991
J.O.E. JUST ONE EARTH AN ENVIRONMENT OF STYLE	1,802,766 registered November 2, 1993
JOSEPH ABBOUD & DIAMOND DESIGN	2,355,271 registered June 6, 2000

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TRADEMARK
REEL: 002544 FRAME: 0854

JOSEPH ABBOUD & DIAMOND &
RECTANGLE DESIGN

2,423,249 registered January 23, 2001

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TRADEMARK
REEL: 002544 FRAME: 0855